ULTIMATE

DOOM™

MARVEL

BENDIS • SANDOVAL • BONET • WILSON

ISSUE 3

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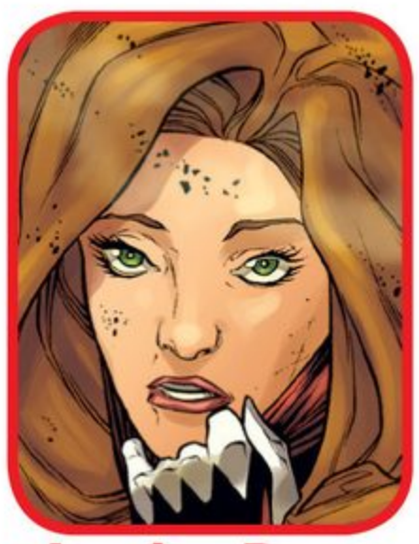
Sue Storm
Invisible Woman

Ben Grimm
Formerly The Thing

Johnny Storm
Human Torch



Jessica Drew
Spider-Woman

Peter Parker
Spider-Man

Bobby Drake
Iceman

Nick Fury
Agent of S.H.I.E.L.D.

PREVIOUSLY:

A mysterious, unearthly force targeted not only famous super heroes, but the infamous Roxxon Corporation and the Baxter Building, former home of the Fantastic Four.

The mystery enemy is...REED RICHARDS.

Reed Richards confesses his sins to his ex-girlfriend, Sue Storm, and seemingly kills her in battle.

Peter Parker, a.k.a. Spider-Man, can't go home until he discovers who the enemy is and has teamed up with his female clone, Spider-Woman, to do so.

They come face to face with their mortal enemy, Doctor Octopus, but escape his grasp moments before Richards launches his second wave of attacks.

PART 3 OF 4

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CASTLE DOOMSTADT (FORMERLY HASSENSTADT). LATVERIA.

A 110 ROOM CASTLE BUILT IN THE 16TH CENTURY BY A LATVERIAN NOBLE, COUNT SABBAT.

FORMER HOME OF DOCTOR VICTOR VAN DAMME, GENETICIST, DECEASED.

FUN FACT: EVEN THOUGH VAN DAMME HAS PASSED AWAY, HIS A.I. PROGRAMS WERE STILL WORKING ON HIS VARIED GENETIC EXPERIMENTS.

CASUALTIES: 7

THE BAXTER BUILDING.

A 35-STORY OFFICE BUILDING IN MANHATTAN. THE FIVE UPPER FLOORS WERE FORMERLY THE HEADQUARTERS OF THE FANTASTIC FOUR AND FORMER HOME OF THE UNITED STATES MILITARY YOUTH THINK TANK THAT WAS ONCE HOME TO REED RICHARDS, SUE STORM, VICTOR VAN DAMME AND OTHERS.

FUN FACT: THIS IS WHERE DOCTOR REED RICHARDS FIRST KISSED A GIRL NOT RELATED TO HIM. HE WAS 18.

CASUALTIES: 3

STARK INDUSTRIES. MODESTO, CALIFORNIA.

HOWARD STARK BIOENGINEERING LABORATORY AND RESEARCH FACILITY.

STARK INDUSTRIES

FUN FACT: TONY STARK OFFERED REED RICHARDS A LUCRATIVE CONTRACT TO TAKE OVER THE FACILITY. AFTER TOURING THE GROUNDS, RICHARDS DECLINED WITHOUT GIVING A REASON.

CASUALTIES: 23

SEATTLE TECH BIOMEDICAL ENGINEERING RESEARCH FACILITIES.

BIOMEDICAL ENGINEERING OFFERS STUDENTS AND FACULTY OPPORTUNITIES TO STUDY AND CONDUCT RESEARCH IN THE VARIOUS BIOMEDICAL ENGINEERING RESEARCH GROUPS, LABORATORIES AND CENTERS.

FUN FACT: WINNER OF THE JOHNSON & JOHNSON EXCELLENCE IN BIOMEDICAL ENGINEERING RESEARCH PRIZE 2011.

CASUALTIES: 43

ROXXON INDUSTRIES, SILVERCUP LABORATORY, QUEENS.

THE LARGEST INDUSTRIAL TECHNOLOGIES BROKER IN THE WORLD. ROXXON IS CONSIDERED A LEADER IN COMMERCIAL AND MILITARY RESEARCH AND DEVELOPMENT.

FUN FACT: RESPONSIBLE FOR THE FIRST SUCCESSFUL HUMAN CLONING EXPERIMENTS.

CASUALTIES: 58

HOME OF PETER PARKER.

FUN FACT: PETER'S FATHER WAS ONE OF THE LEADING GENETICISTS IN THE COUNTRY BEFORE HIS DEATH YEARS AGO.

FUN FUTURE FACT: NEXT YEAR PETER WILL TAKE HIS STANDARDIZED I.Q. TEST. HE WILL GET A 145. HE IS SPIDER-MAN.

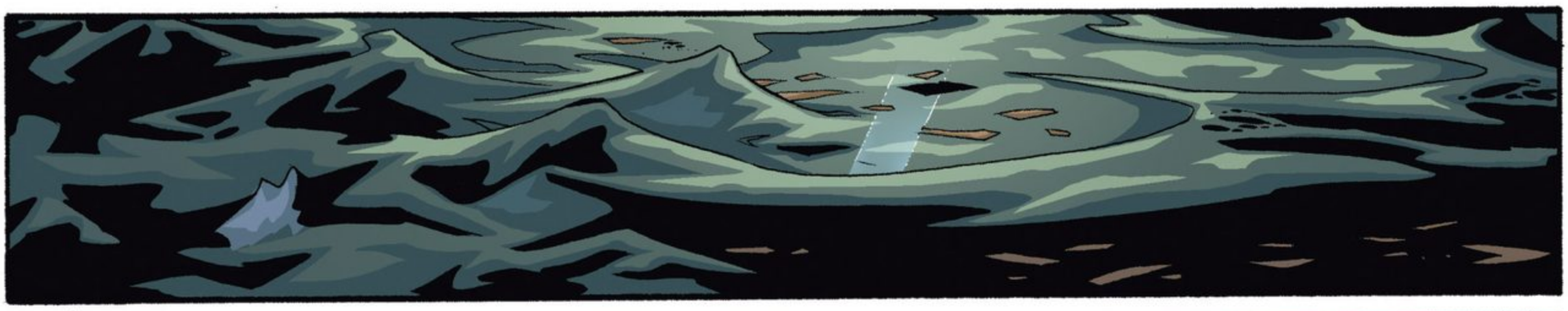
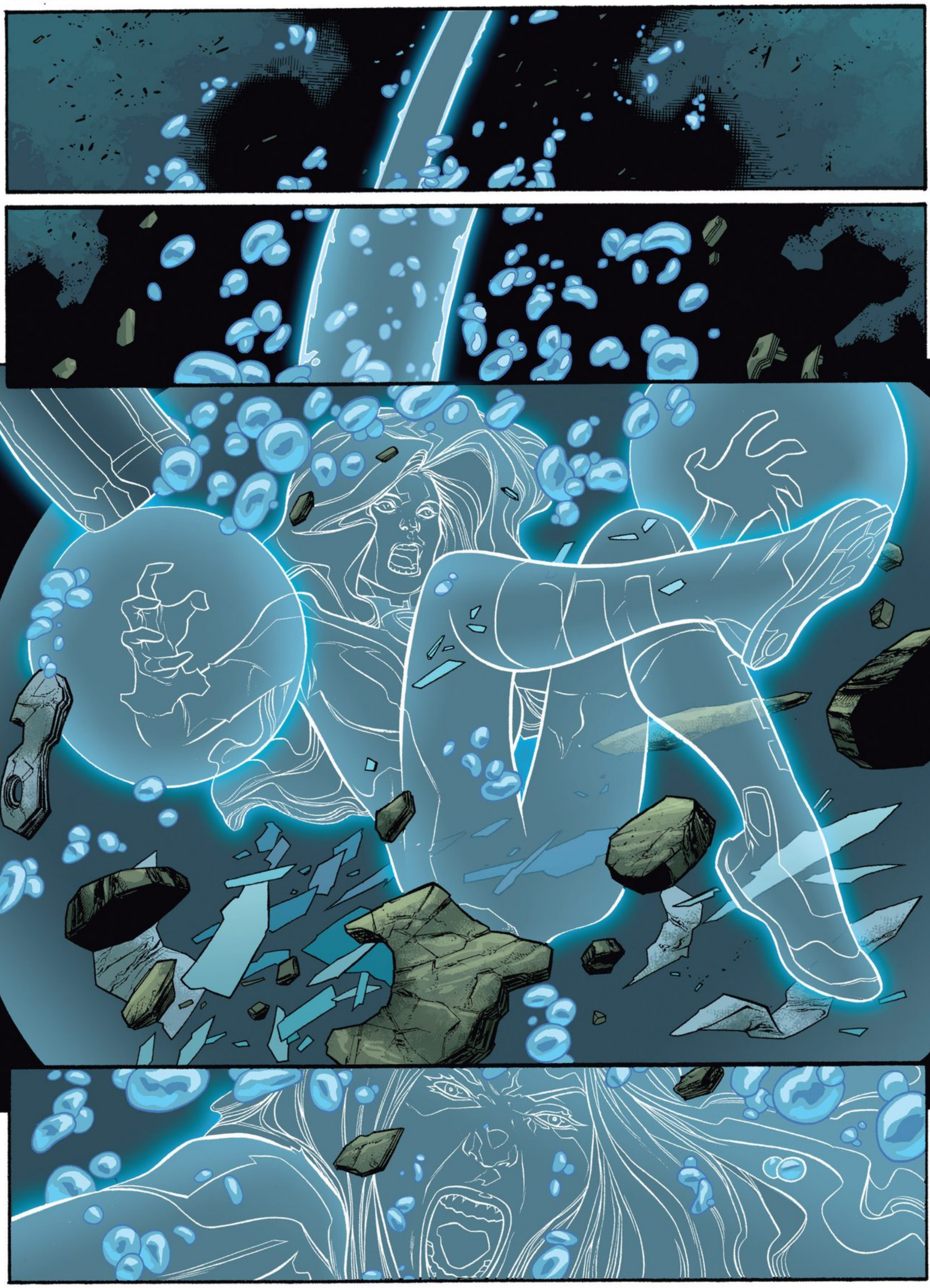
CASUALTIES: 0

POLICE

THE TRISKELION--
HEADQUARTERS OF S.H.I.E.L.D.,
THE U.S. SANCTIONED TASK FORCE.

FUN FACT: THE STRUCTURE WAS CREATED TO SURVIVE A NUCLEAR AND CHEMICAL ATTACK.

CASUALTIES: CLASSIFIED.

HHRR!!

WHAT THE HELL, SUSIE?!

I-I GOT IT, BEN.

YOU *GOT* IT?! WHO'S GOT *YOU?*

I GOT IT.

CAN YOU GET US *OUT OF HERE*, MISS STORM?

PLEASE!!

WE CAN'T SHOW OUR FACES UP THERE.

REED RICHARDS MIGHT BE *IN* THERE. OR MONITORING OFF A HACKED SATELLITE.

FURY?

SHE'S RIGHT. IF RICHARDS THINKS WE'RE DEAD EVEN FOR A FEW MINUTES, WE CAN BUY SOME TIME TO FIGURE OUT HOW TO STOP THIS.

SO WE JUST STAY DOWN *HERE?*

WE HAVE TO GO TOP SIDE AND HELP THE OTHERS.

THOSE ARE TRAINED AGENTS OF S.H.I.E.L.D., MAR-VELL. THEY WERE TRAINED FOR JUST THIS LEVEL OF DISASTER.

KID...IT'S UP TO YOU.

WHAT'S YOUR NAME AGAIN?

RICK-- RICK JONES.

YOU HAVE THE POWER TO GET US OUT OF HERE.

THERE'S-- THIS IS, UM, THIS IS A LOT OF PEOPLE.

YOU CAN DO IT, KID. YOU CAN DO IT.

WHAT DO YOU NEED FROM US?

MAYBE-- MAYBE WE SHOULD ALL HOLD HANDS.

PLEASE WORK...

PLEASE WORK...

SUSIE, YOU'RE--

I GOT IT. I CAN *DO* THIS.

SUE, YOU ALMOST *DIED*, LIKE, TEN MINUTES AGO.

@#$@#!!

OH YEAH, I FORGOT HOW MUCH I HATE THIIIIIAAAAA--

PEGASUS PROJECT, WYOMING.

FUN FACT: YOU CANNOT FIND IT ON ANY MAP.

AGH!

SORRY. SORRY...

--IIIIISSSS--
AGH!

EVERYONE IN ONE PIECE?

OW!

PROJECT PEGASUS.

WHAT IS THIS? THE DESERT?

=CAFF!= GOOD JOB, KID!

I KNOW THIS PLACE.

IT WAS ALL I COULD THINK OF.

YOU DID GOOD, IT'S--AGH.

SUSIE.

I'M OKAY, BEN.

SUSE, YOU ALMOST DIED ABOUT THREE TIMES THIS WEEK AND TWICE TODAY. YOU CAN'T PUSH THIS MUCH--

WE HAVE TO STOP HIM, BEN.

IT *HAS* TO BE US.

LET'S GET INSIDE. WE'RE NOT SAFE OUT HERE.

WE'RE NOT SAFE *ANYWHERE*.

LET'S GO...

I CAN'T BELIEVE THAT NERD DID ALL OF THIS.

SSHH!

SOMEONE'S HERE.

FREEZE!!
I WILL BLOW YOUR HEADS RIGHT OFF!!
STAND DOWN, SOLDIER.
THAT'S A @#$@ING ORDER!!
COLONEL FURY?
WENDELL VAUGHN, RIGHT?
I AM SO SORRY, COLONEL DANVERS.
I--I FAILED YOU. I--
ALMOST.
RICHARDS GOT *EVERYTHING?*
WE WERE-- WE WERE ATTACKED FROM ALL SIDES.
THIS IS A BLOODY DISASTER.
AND YOU WERE *NO HELP*, ALIEN!
YOU WERE SENT HERE TO HELP *PROTECT* US AND LOOK WHAT HAPPENED.
LOVELY. A LITTLE MISPLACED ANGER. HOW GLORIOUSLY HUMAN OF YOU.
WELL, AT LEAST IT MATCHES ALL OF OUR OTHER DISASTERS.
AND THIS WAS RICHARDS, TOO.
YEAH, HE HAD, LIKE A-- A *BLACK HOLE.*
AND HE WAS TAKING *ALL* OF THIS STUFF.
@%&!
WHAT IS THIS PLACE... EXACTLY?
YOU DON'T GET IT, KID.
THIS IS WHERE WE KEPT ALL THE THINGS IN THE WORLD THAT WERE TOO POWERFUL FOR US.
US?
OUR CIVILIZATION.
THINGS REGULAR FOLK SHOULDN'T EVER EVEN KNOW ABOUT.
THINGS OF POWER. THINGS OF ALIEN ARTIFACT.
THINGS THAT COULD--@#$@-- THINGS THAT COULD DESTROY US.
DAMN HIM.
WHAT DO WE DO?
HONESTLY, WE MAY NEED TO THINK ABOUT A TRUCE.
A WHAT?
IT'S EITHER THAT OR A SURRENDER.
THAT'S *NOT* GOING TO HAPPEN.
I NEED RICHARDS' BAXTER BUILDING INTEL YOU SHOWED ME IN NEW YORK.
AND I NEED A LAB. A GOOD ONE.
I CAN FIND HIM AND I CAN BRING THIS FIGHT RIGHT TO HIM.
ABSOLUTELY *NOT!!*

WHAT?

OBVIOUSLY, REED RICHARDS HAS FOUND A WAY TO INFECT YOUR TECHNOLOGIES WITH AN EXTRA-DIMENSIONAL VIRUS.

HE DID IT TO ME. HE DID IT TO YOU...

YOU PLUG INTO ANYTHING AND HE CAN DESTROY YOU WITH IT.

IF MAYBE THERE WAS A LABORATORY OR SECURE ENGINEERING WORKSTATION THAT REED WOULDN'T KNOW ABOUT.

WELL, THERE IS A RESEARCH LABORATORY ABOUT 10 STORIES BELOW US.

THERE IS?

I DIDN'T KNOW THAT.

AND *HE* THINKS HE KNOWS EVERYTHING.

THIS IS PROJECT PEGASUS.

THIS ISN'T JUST SOME STORAGE HOUSE.

THIS WAS ONCE THE CENTER OF S.H.I.E.L.D.'S UNIVERSE.

I WAS ABOUT TO SAY HOW LUCKY WE ARE AND THEN I REMEMBERED HOW WE GOT HERE.

SHOW ME.

OH, MY GOD!

AGAIN?!

AGAIN?!

JESSICA, STAY WITH ME.

I CAN'T BELIEVE THIS IS HAPPENING AGAIN!!

WE'LL WORK AS A TEAM AND GET AS MANY PEOPLE OUT OF THERE AS WE CAN.

ROXXON INDUSTRIES, QUEENS.

AAAIIIEEE!!!

HEY, HOW YOU DOING?

AAAAIIEE!!

YEAH, ME TOO.

WHY?

WHY IS THIS HAPPENING?

HHEEELLLPPP!!
I GOT YOU.
LOVELY!
OH, GOD, NOT YOU!
I DIDN'T DO THIS!!
HOW ARE YOU DOING THIS?
NO, WITH THE RUNNING AND THE JUMPING... HOW DO YOU DO THAT?
THWAAAPPP
SPIN... CLASS?
OH, THANK YOU, THANK YOU.
DON'T THANK ME, JUST LOSE WEIGHT FOR NEXT TIME.
I--
HELP ME...

I CAN'T DO THIS...

I CAN'T...

TAKE MY HAND, OTTO.

NO!

NO?

LET HIM DIE!!

WE HAVE TO HELP HIM.

NO, WE DON'T!!

COME ON!

THAT'S DR. OCTOPUS AND HE HAS DONE NOTHING IN HIS LIFE BUT *TRY TO RUIN OURS!!*

WE HELP *EVERYONE!*

AAARRGGHH!!!

YOU OKAY?

IT'S KILLING ME--NOT KNOWING IF THE SURFACE WORLD IS STILL THERE.

CELL PHONES ARE DANGEROUS TODAY.

I KNOW. STILL KILLING ME.

RRR!! THE WORLD'S BEING ATTACKED BY A PUBESCENT GNOME... AND I DIDN'T SEE IT COMING.

I DIDN'T STOP IT BEFORE IT STARTED AND I COULDN'T STOP IT BEFORE THE SECOND WAVE.

I LOST A LOT OF MEN TODAY AND WHO KNOWS HOW MANY CIVILIANS.

NO... I'M NOT OKAY.

AND LET ME TELL YOU, YOU'RE GOING TO FEEL THAT FOR THE REST OF YOUR LIFE.

EVERY QUIET MOMENT.

GEE, THANKS.

THIS IS THE WORLD YOU AND I CHOSE.

WHAT YOU HAVE TO DO TODAY IS PUT THAT AWAY 'TIL THAT QUIET MOMENT.

YOU'RE IN CHARGE. YOU DON'T GET TO LET IT GET TO YOU *NOW*.

YOU HOLD IT IN.

JUST LIKE I DO.

PSSS.
REED RICHARDS IS DOCTOR DOOM.
HE'S MORE DOCTOR DOOM THAN DOCTOR DOOM WAS...AND DOCTOR DOOM WAS PRETTY GOOD AT BEING DOCTOR DOOM.
IT'S KILLIN' ME, JOHNNY.
HOW COULD REED HAVE JUST GONE OFF THE DEEP END LIKE THIS??
THE GUY NEVER-- I DON'T KNOW...
WE'VE BEEN FRIENDS FOREVER, ME AND HIM.

NOT LATELY.
NO.
THIS AIN'T GRADE SCHOOL.
I KNOW.
THINGS CHANGED. WE ALL CHANGED. HE CHANGED US.
I KNOW.
DO YOU THINK YOU CAN DO THIS?
DO YOU WANT, MAYBE, TO SIT IT OUT?

JOHN, HE TRIED TO KILL US.
HE TRIED TO KILL SUSAN BY SNEAKING UP AND ATTACKING HER.
THEN HE ALMOST KILLED HER WITH HIS BARE HANDS.
I'M GOING TO LOOK HIM IN THE EYE. AND I'M GOING TO ***KNOW*** IF HE REALLY DID THIS.
AND IF HE DID...I'M GOING TO KILL HIM WITH ***MY*** BARE HANDS.

HEY, DID YOU FALL IN LOVE WITH MY SISTER?
HELL, YES.
DOES SHE KNOW?
SHE DOES.
COOL.
I GOT IT!

LIKE WE THOUGHT, HE FOUND HIMSELF A POCKET DIMENSION, SET UP SHOP, AND HAS BEEN LAUNCHING THESE ORGANIC BIOTECH ATTACKS FROM THERE.

I GUARANTEE YOU HE'S USING AN ADVANCED VERSION OF THE ***SAME*** TRANSPORTER TECHNOLOGY THAT HE USED TO ACCIDENTALLY CREATE THE FANTASTIC FOUR IN THE FIRST PLACE.

CAN YOU TRACK HIS LOCATION?

I GOT SOME VIRUS SAMPLES OFF OF MAR-VELL'S ALIEN DNA, BUT HIS DNA IS... ALIEN.

I NEED MORE SAMPLES. I NEED SOMETHING CLOSER TO THE SOURCE OF THE SPECIES.

MORE SAMPLES OF ***WHAT?***

THE--THE ORGANISMS HE KEEPS USING TO ATTACK US.

I NEED A PIECE.

YOU WANT US TO GO ***BACK*** TO THE BAXTER BUILDING AND SEE WHAT WE CAN FIND?

I PROMISE YOU, REED RICHARDS HAS AN EYE IN THE SKY POINTED RIGHT AT THE BAXTER BUILDING.

THERE WERE OTHER TARGETS.

LIKE?

THE ROXXON CORPORATION.

KID!

RICK.

I NEED YOU TO BOP OVER TO THE ROXXON CORPORATION, I NEED YOU TO FIND A SAMPLE OF THE ORGANISM THAT ATTACKED THEM, AND I NEED YOU TO BRING IT RIGHT BACK ***HERE***...AS FAST AS YOU CAN.

RIGHT ***NOW?***

UH, YES, RIGHT NOW.

AND IF YOU FIND ANY NOBEL PRIZE-WINNING SCIENTISTS, GRAB ME ONE OF THOSE TOO.

ANYBODY WANNA COME WITH ME?

AAARRGGHH!

DAMMIT!!

YOU AND YOUR LOFTY PRINCIPLES.

THERE YOU GO.

AAGGHH!!!

OW!

AGH!

THANK YOU, BOY.

SHUT UP, OCTO-BUTT!

WAAAAGGGHH!!

WAAAAAGGGHH!!

HEY, GUYS.

WHAT THE HEY IS GOING ON *HERE?*

OH... NOTHIN'

I'M SO GLAD YOU'RE OKAY.

WHAT ARE YOU GUYS *DOING* HERE?

WE NEED TO GET A SAMPLE OF THAT THING AND GET IT BACK TO THE OTHERS.

WHAT OTHERS?

WHO IS DOING THIS?

MY SISTER, EVERYONE...WE'RE GOING TO TAKE HIM OUT.

WHO?

REED RICHARDS.

YECH.

WE'RE GOING TO FIND HIM AND STOP HIM.

AND I CAN'T BELIEVE ANY OF THOSE WORDS JUST CAME OUT OF MY MOUTH.

UH...

WE'RE COMING TOO.

YES.

NO. NOT--

I CAN HELP.

WHAT?!

I'M A SCIENTIST, JESSICA. I KNOW THE YOUNG MAN'S WORK.

YOU SHOULD BE IN *PRISON!*

HE RUINED MY LIFE AS WELL AS YOURS. MY TEAM IS DEAD FOR ALL I KNOW!

GOOD!

YOU'RE A SCIENTIST? A GOOD ONE?

YES, I AM DOCTOR OTTO--

THIS IS *NOT* GOING TO HAPPEN!

WE NEED HIM. LET'S GO THEN. WE GOTTA GO!!

BUT--

HOLD ON, YOU'RE NNNN--

NNNNAAAAAAA!!

TO BE CONTINUED...

NEXT ISSUE

Richard VON DOOM?!

ULTIMATE COMICS ON SALE

ULTIMATE COMICS SPIDER-MAN #154

ULTIMATE COMICS AVENGERS vs. NEW ULTIMATES #1

NEW ULTIMATES #5

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